

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

August 15, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 19329-A FILED

AUG 18 '97 11-19 AM

RE: Termination of Lease of Rail Car Lease Agreement dated as of July 31, 1997 by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Chicago and North Western Railway Company
c/o Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Equipment: Seventy-nine (79) railcars as more fully described in Schedule A to the Lease Termination attached hereto.

Previous STB Filing: Memorandum of Lease of Rail Car Lease Agreement filed on March 29, 1995 at 3:05 p.m. under Recordation No. 19329.

Please file the Lease Termination as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Patrick Hapin
Document Administrator

/ph
Enclosures (2)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

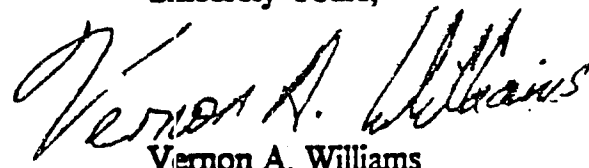
Patrick Hapin
Document Administrator
Helm-Atlantic Associates
Limited Partnership
One Embarcadero Center
San Francisco, CA 94111

DATE: 8/18/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/18/97 at 11:18AM, 11:19AM, 11:20AM, and
assigned recordation number(s). 18905-S, 18905-T, 8998-B, 12140-T, 16146-B, 17902-A, 18288-D,
18924-A, 19329-A, 20821 and 20822.

Sincerely Yours,

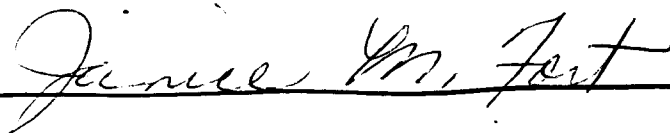


Vernon A. Williams
Secretary

Enclosure(s)

\$ 264.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



AUG 18 '97

11-19 AM

TERMINATION OF LEASE

THIS TERMINATION OF RAIL CAR LEASE AGREEMENT ("Termination") is dated as of July 31, 1997 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Rail Car Lease Agreement dated as of December 1, 1994 ("Lease") with Chicago and North Western Railway Company, a Delaware corporation, with respect to the seventy-nine (79) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 19329 filed on March 29, 1995 at 3:05 p.m.

The Lease was terminated on April 9, 1996. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: 

Print Name: Richard C. Kirchner

Title: President

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STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

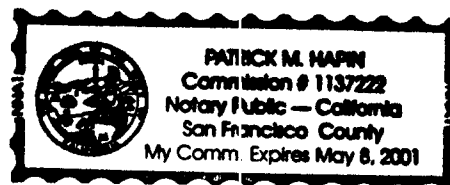
On August 1, 1997, before me, Patrick M. Hapin - Notary Public
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL**
CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Patrick M. Hapin
SIGNATURE OF THE NOTARY



ph

SCHEDULE A

Description of the Units:

Seventy-nine (79), 100-ton, 3,800 cubic foot capacity, roller bearing, air-operated, rapid discharge railcars with side sill pick up shoes.

Unit Numbers:

HLMX 80001, 80004, 80010-80011, 80018, 80020, 81002-81004, 81006-81007, 81013, 81015, 81018, 81022, 81025-81027, 81030-81031, 81036-81037, 81039, 81042-81043, 81045-81046, 81051-81052, 81054, 81056-81057, 81060, 81062-81063, 81066, 81071, 81076-81078, 81080, 84003, 84005, 84014-84015, 84020-84021, 84038, 84053, 84070, 84072, 84078, 84081-84082, 84086, 84093, 84106, 84111, 84117, 84120, 84137, 84151, 84160, 197802, 197805, 197807, 197812, 197815, 197817, 197861, 197863-197865, 197873, 197876, 197927, 197932, 197941, 197950.

ph